

5-158A030

Rec. No. 14698 +  
14698 -A

No.

Date JUN 07 1985

Fee \$ 10.00

ICC Washington, D.C.

THE CONNECTICUT NATIONAL BANK

14698

RECORDATION NO. Filed 1425104 1425

JUN 7 1985 - 11 00 AM

May 29, 1985

14698

RECORDATION NO. Filed 1425

INTERSTATE COMMERCE COMMISSION

JUN 7 1985 - 11 00 AM

INTERSTATE COMMERCE COMMISSION

Interstate Commerce Commission

Twelfth Street and Constitution Avenue, N. WASHINGTON  
Washington, D.C. 20423

Attention: Secretary

Dear Secretary:

Enclosed herewith are one (1) original and four (4) counterparts of the documents described below, to be filed and recorded pursuant to Section 11303 of Title 49 of the U.S. Code.

The enclosed documents are a conditional sale agreement dated as of May 1, 1985, a primary document, and assignment agreement thereof, a secondary document, dated as of May 1, 1985. The conditional sale agreement and the assignment agreement should be filed sequentially.

The names and addresses of the parties to the enclosed conditional sale agreement are as follows:

Vendor: Greyhound Leasing & Financial Corporation  
Mail Station 3304  
Greyhound Tower  
Phoenix, Arizona 85077

Vendee: The Pittsburgh and Lake Erie Railroad  
Company  
Suite 680  
Commerce Court  
Four Station Square  
Pittsburgh, Pennsylvania 15219-1199  
Attn: Office of the Treasurer

The names and addresses of the parties to the enclosed assignment agreement are as follows:

11:00 a.m.  
6/7/85  
JUN 7 10 49 AM '85  
ICC OFFICE OF  
THE SECRETARY  
MOTOR OPERATING UNIT

*CT. Kappeler*  
*Carroll*

Assignor: Greyhound Leasing & Financial Corporation  
Mail Station 3304  
Greyhound Tower  
Phoenix, Arizona 85077

Assignee: The Connecticut National Bank (not in its  
individual capacity but as Security Trustee  
under that certain Master Agreement  
Regarding the Restructuring of the  
Obligations of the Pittsburgh and Lake Erie  
Railroad Company, dated as of May 1, 1985)  
777 Main Street  
Hartford, Connecticut 06115  
Attn: Bond and Trustee Administration

A description of the equipment covered by the enclosed document follows:

297 50' 6" 70-ton rigid under frame single sheathed box cars with railcar identification numbers as follows: 39700 through 39815, inclusive; 39817 through 39892, inclusive; 39894 through 39967, inclusive; and 39969 through 39999, inclusive.

A fee of \$10.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Mr. Charles Kappler, Alvord & Alvord, 200 World Center Building, 918 Sixteenth Street, N.W., Washington, D.C. 20006-2973.

A short summary of the enclosed document to appear in the index follows:

- (i) Primary Document: Conditional Sale Agreement between Greyhound Leasing & Financial Corporation, Mail Station 3304, Greyhound Tower, Phoenix, Arizona 85077, Vendor, and The Pittsburgh and Lake Erie Railroad Company, Suite 680, Commerce Court, Four Station Square, Pittsburgh, Pennsylvania 15219, Vendee, dated as of May 1, 1985, covering 297 50' 6" 70-ton rigid under frame single sheathed box cars with railcar identification numbers as follows: 39700-39815; 39817-39892; 39894-39967; 39969-39999 (all

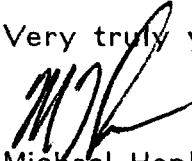
Interstate Commerce Commission

May 29, 1985

Page 3

numbers inclusive) and (ii) Secondary Document: Assignment Agreement between Greyhound Leasing & Financial Corporation, at the address set forth above, Assignor, and The Connecticut National Bank (not in its individual capacity but as Security Trustee under that certain Master Agreement Regarding the Restructuring of the Obligations of The Pittsburgh and Lake Erie Railroad, dated as of May 1, 1985), 777 Main Street, Hartford, Connecticut 06115, Assignee, dated as of May 1, 1985, covering the railcars described above.

Very truly yours,

A handwritten signature in black ink, appearing to read 'MH' or similar initials, written over a horizontal line.

Michael Hopkins  
Vice President

Interstate Commerce Commission  
Washington, D.C. 20423

6/7/85

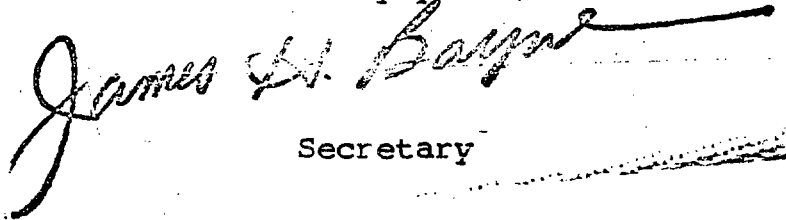
OFFICE OF THE SECRETARY

Michael Hopkins  
Vice President  
The Connecticut National Bank  
777 Main St  
Hartford, Conn. 06115

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/7/85 at 11:00am and assigned re-recording number(s). 14698 & 14698-A

Sincerely yours,

  
Secretary

Enclosure(s)



# NORTHBROOK CORPORATION

RECORDATION NO. 14701

Filed 1425

MAR 28 1986 -9 55 AM

6-087 INTERSTATE COMMERCE COMMISSION

March 24, 1986

Mr. James H. Bayne  
Secretary  
Interstate Commerce Commission  
Washington, DC 20423

No. MAR 28 1986

Date .....

Fee \$ 10.00

Dear Sir:

ICC Washington, D. C.

Enclosed for recordation pursuant to the provisions of Section 11303 of Title 49 of the U.S. Code and the regulations thereunder are the original and one copy of Amendment to Management Contract, a secondary document under the Management Contract dated as of June 1, 1985.

The primary document to which this is connected is recorded under the Recordation Number 14701.

The names and addresses of the parties to the enclosed documents are:

Manager: Northbrook Corporation  
2215 Sanders Road, Suite 370  
Northbrook, IL 60062  
Attention: President

Owner: Trans Union Leasing Corporation  
222 W. Adams Street  
Chicago, IL 60606  
Attention: S. Ronald Stone, V.P., General Mgr.

A general description of railroad equipment covered by the enclosed document is as follows:

Ninety two (92) open-top hopper railcars bearing the identification mark UMPX

Four (4) open-top hopper railcars bearing the identification mark WSOX

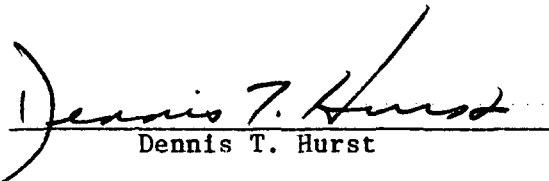
The original and all extra copies of the enclosed documents should be returned to Ms. Sharon Schumacher of Northbrook Corporation, 2215 Sanders Road, Suite 370, Northbrook, IL 60062.

Also enclosed is a remittance in the amount of \$10.00 for payment of recordation fees.

Mr. James H. Bayne  
Interstate Commerce Commission  
March 24, 1986  
Page 2

I am an officer of Northbrook Corporation and have knowledge of the matters set forth herein.

Very truly yours,

By   
Dennis T. Hurst

DTH:pb  
encl.

SENT VIA: Certified Mail

Interstate Commerce Commission  
Washington, D.C. 20423

3/28/86

OFFICE OF THE SECRETARY

Sharon Schumacher  
Northbrook Corporation  
2215 Sanders Road, Suite 370  
Northbrook, Illinois 60062

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 3/28/86 at 9:55am and assigned re-  
recording number(s). 14701-A

Sincerely yours,

*Agatha L. Mergenovich*  
Agatha L. Mergenovich  
Secretary

Enclosure(s)


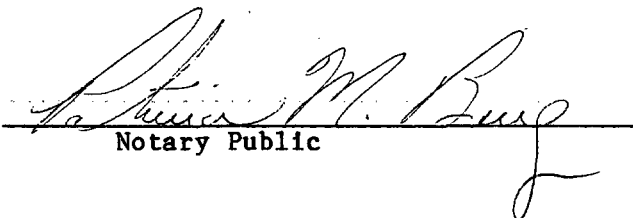
STATE OF ILLINOIS     )  
                              )  
COUNTY OF COOK        )

REGISTRATION NO. 14701A Filed 1425

MAR 28 1986 -9 55 AM

INTERSTATE COMMERCE COMMISSION

On this 24th day of March, 1986, I hereby certify that I have compared the attached copy of Amendment to Management Contract between Northbrook Corporation and Trans Union Leasing Corporation dated March 20, 1986 with the original and have found the copy to be complete and identical in all respects to the original document.

  
  
Notary Public

My Commission Expires Nov. 5, 1988



AMENDMENT TO

MANAGEMENT CONTRACT

Dated as of June 1, 1985

Between

Northbrook Corporation

("Manager")

AND

Trans Union Leasing Corporation

("Owner")

AMENDMENT TO  
MANAGEMENT CONTRACT

REC'D. 14701 A  
FILED 1425  
MAR 28 1986 -9 55 AM  
INTERSTATE COMMERCE COMMISSION

THIS AMENDMENT is dated as of the 20th day of March, 1986 and amends that certain Management Contract dated as of June 1, 1985, (the "Agreement") between Trans Union Leasing Corporation (the "Owner") and Northbrook Corporation (the "Manager").

WHEREAS the parties hereto are parties to the Management Contract which was filed with the Interstate Commerce Commission at Recordation Number 14701 on June 11, 1985; and

WHEREAS, the parties hereto now desire to amend the Management Contract as hereinafter provided.

NOW THEREFORE, intending to be legally bound hereby, the parties hereto do agree as follows:

1. Equipment The Management Contract covers certain open-top hopper railroad cars (the "Equipment") more fully described on Exhibit A to the Agreement. The parties hereto agree that the Manager may change the equipment numbers on certain items of Equipment and that the Agreement and Exhibit A thereto are hereby amended to change the equipment numbers for the following items of Equipment:

<u>The item of Equipment bearing the number</u>	<u>Shall be changed to Equipment number</u>
UMP 6450	UMPX 6450, effective 5-28-85
UMP 6558	UMPX 6558, effective 5-28-85
UMP 6566	UMPX 6566, effective 5-28-85
UMP 6444	UMPX 6444, effective 5-31-85
UMP 6456	UMPX 6456, effective 5-31-85
UMP 6457	UMPX 6457, effective 5-31-85
UMP 6474	UMPX 6474, effective 5-31-85
UMP 6494	UMPX 6494, effective 5-31-85
UMP 6512	UMPX 6512, effective 5-31-85
UMP 6525	UMPX 6525, effective 5-31-85
UMP 6532	UMPX 6532, effective 5-31-85
UMP 6539	UMPX 6539, effective 5-31-85
UMP 6540	UMPX 6540, effective 5-31-85
UMP 6556	UMPX 6556, effective 5-31-85
UMP 6563	UMPX 6563, effective 5-31-85
UMP 6581	UMPX 6581, effective 5-31-85

WSOR 6503  
WSOR 6530

UMP 6485  
UMP 6510  
UMP 6538  
UMP 6585

UMP 6436  
UMP 6438  
UMP 6440  
UMP 6441  
UMP 6446  
UMP 6453  
UMP 6455  
UMP 6471  
UMP 6472  
UMP 6475  
UMP 6481  
UMP 6482  
UMP 6483  
UMP 6486  
UMP 6487  
UMP 6489  
UMP 6498  
UMP 6508  
UMP 6511  
UMP 6513  
UMP 6517  
UMP 6518  
UMP 6521  
UMP 6523  
UMP 6527  
UMP 6529  
UMP 6537  
UMP 6542  
UMP 6548  
UMP 6552  
UMP 6559  
UMP 6561  
UMP 6562  
UMP 6565  
UMP 6575  
UMP 6584  
UMP 6588  
UMP 6589  
UMP 6593

WSOX 6503, effective 5-31-85  
WSOX 6530, effective 5-31-85

UMPX 6485, effective 6-3-85  
UMPX 6510, effective 6-3-85  
UMPX 6538, effective 6-3-85  
UMPX 6585, effective 6-3-85

UMPX 6436, effective 6-14-85  
UMPX 6438, effective 6-14-85  
UMPX 6440, effective 6-14-85  
UMPX 6441, effective 6-14-85  
UMPX 6446, effective 6-14-85  
UMPX 6453, effective 6-14-85  
UMPX 6455, effective 6-14-85  
UMPX 6471, effective 6-14-85  
UMPX 6472, effective 6-14-85  
UMPX 6475, effective 6-14-85  
UMPX 6481, effective 6-14-85  
UMPX 6482, effective 6-14-85  
UMPX 6483, effective 6-14-85  
UMPX 6486, effective 6-14-85  
UMPX 6487, effective 6-14-85  
UMPX 6489, effective 6-14-85  
UMPX 6498, effective 6-14-85  
UMPX 6508, effective 6-14-85  
UMPX 6511, effective 6-14-85  
UMPX 6513, effective 6-14-85  
UMPX 6517, effective 6-14-85  
UMPX 6518, effective 6-14-85  
UMPX 6521, effective 6-14-85  
UMPX 6523, effective 6-14-85  
UMPX 6527, effective 6-14-85  
UMPX 6529, effective 6-14-85  
UMPX 6537, effective 6-14-85  
UMPX 6542, effective 6-14-85  
UMPX 6548, effective 6-14-85  
UMPX 6552, effective 6-14-85  
UMPX 6559, effective 6-14-85  
UMPX 6561, effective 6-14-85  
UMPX 6562, effective 6-14-85  
UMPX 6565, effective 6-14-85  
UMPX 6575, effective 6-14-85  
UMPX 6584, effective 6-14-85  
UMPX 6588, effective 6-14-85  
UMPX 6589, effective 6-14-85  
UMPX 6593, effective 6-14-85

UMP 6451	UMPX 6451, effective 6-18-85
UMP 6452	UMPX 6452, effective 6-18-85
UMP 6458	UMPX 6458, effective 6-18-85
UMP 6464	UMPX 6464, effective 6-18-85
UMP 6528	UMPX 6528, effective 6-18-85
UMP 6533	UMPX 6533, effective 6-18-85
UMP 6535	UMPX 6535, effective 6-18-85
UMP 6545	UMPX 6545, effective 6-18-85
UMP 6555	UMPX 6555, effective 6-18-85
UMP 6571	UMPX 6571, effective 6-18-85
 WSOR 6507	 WSOX 6507, effective 6-18-85
UMP 6459	UMPX 6459, effective 6-28-85
UMP 6484	UMPX 6484, effective 6-28-85
UMP 6541	UMPX 6541, effective 6-28-85
UMP 6544	UMPX 6544, effective 6-28-85
UMP 6560	UMPX 6560, effective 6-28-85
UMP 6591	UMPX 6591, effective 6-28-85
UMP 6594	UMPX 6594, effective 6-28-85
UMP 6596	UMPX 6596, effective 6-28-85
UMP 6597	UMPX 6597, effective 6-28-85
 WSOR 6534	 WSOX 6534, effective 6-28-85
WSOX 6442	UMPX 6442, effective 7-19-85
WSOX 6549	UMPX 6549, effective 7-19-85
WSOX 6568	UMPX 6568, effective 7-19-85
 UMP 6454	 UMPX 6454, effective 8-1-85
UMP 6515	UMPX 6515, effective 8-1-85
UMP 6516	UMPX 6516, effective 8-1-85
UMP 6519	UMPX 6519, effective 8-1-85
UMP 6554	UMPX 6554, effective 8-1-85
UMP 6569	UMPX 6569, effective 8-1-85
UMP 6572	UMPX 6572, effective 8-1-85
UMP 6577	UMPX 6577, effective 8-1-85
UMP 6586	UMPX 6586, effective 8-1-85
 WSOR 6583	 UMPX 6583, effective 8-1-85
 WSOR 6578	 UMPX 6578, effective 10-18-85

2. Further Modifications Except as expressly set forth herein, the Agreement shall remain in full force and effect, unamended and unmodified.

IN WITNESS WHEREOF, the parties hereto have caused this Amendment to be executed by their duly authorized officers on the date and year first above written.

NORTHBROOK CORPORATION

BY:

Dennis T. Hurst

Title: Executive Vice President -  
Finance

ATTEST:

Sharon L. Schumacher

TRANS UNION LEASING CORPORATION

BY:

OK

Title:

VP -

ATTEST:

Christine M. Galo

STATE OF Illinois )  
COUNTY OF Cook )

On this 21<sup>ST</sup> day of March, 1986,  
before me personally appeared J. Ronald Hane, to me  
personally known, who, being by me duly sworn, said that he/she is an  
authorized officer of Prano Union Leasing Corporation  
that one of the seals affixed to the foregoing instrument is the corporate  
seal of said corporation, that said instrument was signed and sealed on  
behalf of said corporation by authority of its Board of Directors and he/she  
acknowledged that the execution of the foregoing instrument was the free act  
and deed of said corporation.

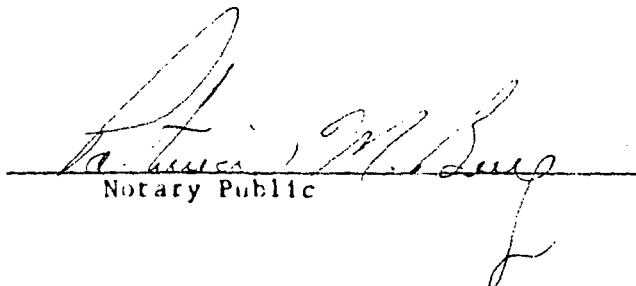
Kathleen K. Mulcahy  
Notary Public

My commission expires:

July 28, 1986

STATE OF Illinois )  
COUNTY OF Cook )

On this 20th day of March, 1986, before me personally appeared Dennis T. Hurst, to me personally known, who, being by me duly sworn, said that he/she is Executive Vice President-Finance of Northbrook Corporation, that the foregoing instrument was signed on behalf of said corporation by proper authority therefor, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

  
\_\_\_\_\_  
Notary Public

My Commission Expires Nov. 5, 1988

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